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AOM INTERNATIONAL GROUP COMPANY LIMITED

權識國際集團股份有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION IN RESPECT OF HUBEI CB

THE SUBSCRIPTION

The Board is pleased to announce that on 17 June 2026 (after the trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditional agreed to subscribe for the 300,884,950 Subscription Shares at the Subscription Price of HK$0.113 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$34 million under the Subscription Agreement shall be satisfied by way of off-setting against the entire outstanding amount of the Fourth Hubei CB.

LISTING RULES IMPLICATIONS

The Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate to be sought for the allotment and issue of the Subscription Shares) are subject to the Shareholders' approval by way of poll at the SGM.

As at the date of this announcement, no Shareholder has any material interest in the Subscription Agreement and will be required to abstain from voting at the SGM in respect of the approval of the Subscription Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, (i) further details of the Subscription Agreement and the transactions contemplated thereunder; and (ii) a notice convening the SGM will be despatched to the Shareholders on or before 13 July 2026.

Completion of the Subscription is subject to the fulfillment of conditions precedent under the Subscription Agreement. Accordingly, the Subscription may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

BACKGROUND OF THE LOAN CAPITALISATION

Reference is made to the circular of the Company dated 30 March 2021 in respect of the Acquisition. Upon completion of the Acquisition, the Company had on 27 May 2021, 1 July 2022, 4 November 2022, 17 April 2023, and 9 June 2023 issued the First Hubei CB, the Second Hubei CB, the Third Hubei CB, the Fourth Hubei CB and the Final Hubei CB for full settlement of the consideration of the Acquisition.

As at the date of this announcement, the First Hubei CB, the Second Hubei CB and the Third Hubei CB had been settled. The Fourth Hubei CB and the Final Hubei CB was matured on 17 April 2026 and 9 June 2026 respectively and remain outstanding. After negotiation with the CB Holder, it was mutually agreed to (i) extend the repayment date of the outstanding amount of the Fourth Hubei CB to 30 September 2026, with an interest rate of 5% per annum; and (ii) extend the repayment date of the outstanding amount of the Final Hubei CB to 31 December 2026, with an interest rate of 5% per annum.

THE SUBSCRIPTION

The Board is pleased to announce that on 17 June 2026 (after the trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditional agreed to subscribe for the 300,884,950 Subscription Shares at the Subscription Price of HK$0.113 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$34 million under the Subscription Agreement shall be satisfied by way of off-setting against the entire outstanding amount of the Fourth Hubei CB.

THE SUBSCRIPTION AGREEMENT

Details of the terms of the Subscription Agreement are summarised below:

Date

17 June 2026 (after trading hours of the Stock Exchange)

Parties

(1) The Company (as issuer); and

(2) The Subscriber (as subscriber)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Subscriber is an Independent Third Party.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber and the Subscriber has conditionally agreed to subscribe for 300,884,950 Subscription Shares at the Subscription Price of HK$0.113 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$34 million under the Subscription Agreement shall be satisfied by way of off-setting against outstanding amount of the Fourth Hubei CB.

As at the date of this announcement, the Company has 1,183,124,526 Shares in issue. Assuming that there will be no change in the number of issued Shares between the date of this announcement and Completion, the 300,884,950 Subscription Shares represent approximately 25.43% of the existing issued share capital of the Company as at the date of this announcement and approximately 20.28% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The aggregate nominal value of the Subscription Shares is HK$30,088,495.

Subscription Price

The Subscription Price of HK$0.113 represents:

(i) a premium of approximately 7.62% to the closing price of HK$0.105 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;

(ii) a premium of approximately 6.81% to the average closing price per Share of HK$0.1058 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day;

(iii) no theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules), given the premium of the Subscription Price over the benchmarked price of approximately HK$0.1058 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of this announcement of HK$0.105

per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement of HK$0.1058 per Share); and

(iv) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) in aggregation with the June26 Subscription (assuming the June26 Subscription has been completed) represented by a discount of approximately 0.59%, represented by the cumulative theoretical diluted price of approximately HK$0.337 per Share to the theoretical benchmarked price of HK$0.339 per Share in respect of the June26 Subscription (as defined under Rule 7.27B of the Listing Rules, taking into account the benchmarked price of the June26 Subscription, being HK$0.339 per Share).

The Subscription Price was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber. The Directors consider that the Subscription Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

The net issue price, after deduction of relevant expenses, is estimated to be approximately HK$0.112 per Subscription Share.

Ranking of the Subscription Shares

The Subscription Shares shall rank pari passu in all respects among themselves and with the existing Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions precedent

Completion of the Subscription is conditional upon the satisfaction of the following conditions:

(i) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in the Subscription Shares;

(ii) the passing by the Shareholders at the SGM to be convened and held of the necessary ordinary resolution(s) to approve, among other things, the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares under the Specific Mandate;

(iii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect; and

(iv) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect.

In the event the above conditions are not fulfilled by the Long Stop Date, all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Subscription Agreement prior to such termination.

Completion

The Subscription shall complete within five (5) Business Days immediately following the day on which the conditions set out above are satisfied (or such later date as may be agreed between the parties to the Subscription Agreement in writing).

Application for Listing

The Company will apply to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the Subscription Shares.

SPECIFIC MANDATE TO ALLOT AND ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued under the Specific Mandate to be approved by way of ordinary resolution by the Shareholders at the SGM.

FUND RAISING DURING THE PAST TWELVE MONTHS

During the past twelve months immediately preceding the date of this announcement, the Company has conducted the following equity fund raising activity.

Date of announcement	Event	Net proceeds raised/to be raised	Intended use of proceeds	Actual use of proceeds
2 April 2026 (to be completed in July 2026)	Issue of new shares under specific mandate	Approximately HK$39.77 million	For loan capitalisation	Will be used as intended
4 July 2025 (completed on 22 July 2025)	Issue of new shares under general mandate	Approximately HK$68 million	For loan capitalisation	Used as intended

REASONS FOR AND BENEFITS OF SUBSCRIPTION

The Group is principally engaged in (i) manufacturing and trading of toys and gifts; (ii) exploration of natural resources; (iii) manufacturing and sales of Chinese herbs products; and (iv) investment in various potential businesses including fruit plantation, Chinese yellow rice wine, leisure and culture.

Reference is made to the circular of the Company dated 30 March 2021 in respect of the Acquisition. Upon completion of the Acquisition, the Company had on 27 May 2021, 1 July 2022, 4 November 2022, 17 April 2023, and 9 June 2023 issued the First Hubei CB, the Second Hubei CB, the Third Hubei CB, the Fourth Hubei CB and the Final Hubei CB for full settlement of the consideration of the Acquisition.

As at the date of this announcement, the First Hubei CB, the Second Hubei CB and the Third Hubei CB had been settled. The Fourth Hubei CB and the Final Hubei CB was matured on 17 April 2026 and 9 June 2026 respectively and remain outstanding. After negotiation with the CB Holder, it was mutually agreed to (i) extend the repayment date of the outstanding amount of the Fourth Hubei CB to 30 September 2026, with an interest rate of 5% per annum; and (ii) extend the repayment date of the outstanding amount of the Final Hubei CB to 31 December 2026, with an interest rate of 5% per annum.

As disclosed in the circular of the Company dated 12 June 2026, the Company has explained in details the necessity to retain the Group's existing available financial resources for its planned usage. As such, the Directors consider that the Subscription would allow the Company to settle the outstanding amount of the Fourth Hubei CB without utilising existing financial resources of the Group, thereby improving the financial position of the Group. The Directors also consider that the Subscription will broaden the Company's capital base and shareholders base without any interest burden.

Other than the Subscription, the Company has considered different fund raising methods (including debt financing or equity financing by way of placing, open offer or right issue). The Company has approached its two principal banks in obtaining bank loans, however, given the net current liabilities position as at 31 December 2025 and the current loss position of the Group, the banks required the Company to provide an asset charge and a joint and several guarantee from its Directors the Company has difficulty in satisfying the requirement from banks in obtaining debt financing, not to mention the interest cost to be incurred. Placing will also incur a certain amount of placing commission. Furthermore, right issue/open offer involves lengthy approval procedures and higher cost involved. It is estimated that the approval procedures of right issue/open offer may take at least two months and it is expected to incur related professional fees of not less than HK$1 million. The Directors are of the view that the given the Subscriber has accepted the Subscription, the Subscription is the most advantageous proposal given the Subscription will not involve significant cost and will not increase the interest burden of the Company.

Based on the above, the Directors consider that the terms of the Subscription Agreement are fair and reasonable, on normal commercial terms and that the entering into of the Subscription Agreement is in the interest of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion are as follows (assuming that there is no change in the number of issued Shares between the date of this announcement and the Completion):

	As at the date of this announcement		**Immediately after Completion**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Li Lizhong *(Note 1)*	70,200,000	5.93	70,200,000	4.73
Mr. Zhuo Wenjie	236,000,000	19.95	236,000,000	15.90
Subscriber	—	—	300,884,950	20.28
Other public Shareholders	876,924,526	74.12	876,924,526	59.09
Total	1,183,124,526	100.00	1,484,009,476	100.00

Note:

1. Being the executive Director.

LISTING RULES IMPLICATIONS

The Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate to be sought for the allotment and issue of the Subscription Shares) are subject to the Shareholders' approval by way of poll at the SGM.

As at the date of this announcement, no Shareholder has any material interest in the Subscription Agreement that will be required to abstain from voting at the SGM in respect of the approval of the Subscription Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, (i) further details of the Subscription Agreement and the transactions contemplated thereunder; and (ii) a notice convening the SGM will be despatched to the Shareholders on or before 13 July 2026.

Completion of the Subscription is subject to the fulfillment of conditions precedent under the Subscription Agreement. Accordingly, the Subscription may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

"Acquisition"	the acquisition by the Group from the Subscriber of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司) on 27 May 2021 for a consideration of HK$170 million, which was settled through the issuance of the Hubei CBs
"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business
"Company"	AOM International Group Company Limited, a company incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock code: 381)
"Completion"	the completion of the Subscription in accordance with the terms and condition set out in the Subscription Agreement
"connected persons"	has the meanings as ascribed thereto under the Listing Rules
"Directors"	the directors of the Company
"Final Hubei CB"	a zero-coupon convertible bond in the principal amount of HK$17 million due on the third anniversary of the date of issue of the convertible bonds issued by the Company on 9 June 2023 as partial consideration of the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司)
"First Hubei CB"	a zero-coupon convertible bond in the principal amount of HK$51 million due on the third anniversary of the date of issue of the convertible bonds issued by the Company on 27 May 2021 as partial consideration of the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司)
"Fourth Hubei CB"	a zero-coupon convertible bond in the principal amount of HK$34 million due on the third anniversary of the date of issue of the convertible bonds issued by the Company on 17 April 2023 as partial consideration of the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司)

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Hubei CBs"	the First Hubei CB, the Second Hubei CB, the Third Hubei CB, the Fourth Hubei CB and the Final Hubei CB
"Independent Third Party(ies)"	any person or company and their respective beneficial owners (if applicable) who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
"June26 Subscription"	the issue of 147,300,000 Shares at HK$0.270 per Share for settlement of the amount owing by the Company to Ms. Ou Zhu of approximately HK$39.77 million
"Last Trading Day"	17 June 2026, being the last trading day for the Shares prior to the date of the Subscription Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 July 2026 or such later date as the Company and the Subscriber may agree in writing
"Second Hubei CB"	a zero-coupon convertible bond in the principal amount of HK$34 million due on the third anniversary of the date of issue of the convertible bonds issued by the Company on 1 July 2022 as partial consideration of the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司)
"SGM"	the special general meeting of the Company to be held to approve the Subscription Agreement and the transactions contemplated thereunder
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholders"	holders of the issued Shares
"Specific Mandate"	a specific mandate to be granted by the Shareholders to the Directors at the SGM for the allotment and issue of the Subscription Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Subscriber" or "CB Holder"	Sheen World International Holdings Limited, a company incorporated in British Virgin Islands with limited liability and wholly-owned by Mr. Lin Wei (林烽先生), an Independent Third Party and the holder of the Fourth Hubei CB and the Final Hubei CB
"Subscription"	the subscription of the Subscription Shares by the Subscriber on and subject to the terms and condition set out in the Subscription Agreement
"Subscription Agreement"	the conditional subscription agreement dated 17 June 2026 entered into between the Company and the Subscriber in respect of the Subscription
"Subscription Price"	approximately HK$0.113 per Subscription Share
"Subscription Share(s)"	300,884,950 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement
"Third Hubei CB"	a zero-coupon convertible bond in the principal amount of HK$34 million due on the third anniversary of the date of issue of the convertible bonds issued by the Company on 4 November 2022 as partial consideration of the acquisition of 51% equity interests in Hubei Jincaotang Pharmaceutical Co., Ltd.* (湖北金草堂藥業有限公司)
"%"	per cent.

By Order of the Board
AOM International Group Company Limited
Yang Ling
Chairman

Hong Kong, 17 June 2026

As at the date of this announcement, the Board comprises five executive Directors, Mr. Yang Ling, Mr. Li Lizhong, Mr. Liu Mingqing, Mr. Fan Xuefei and Mr. Yang Bincheng; one non-executive director Mr. Tang Sing Hing Kenny; and three independent non-executive Directors, Mr. Chak Ching Long, Mr. Wang Xiao Ning and Ms. Chen Yuxin.

* *for identification purpose only*